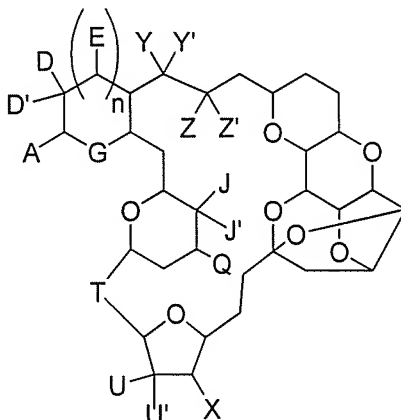


AMENDMENTS TO THE CLAIMS

1-40. (Canceled).

41. (New) A pharmaceutical composition comprising a therapeutically effective amount of a compound having the formula:



wherein A is a C₁₋₆ saturated or C₂₋₆ unsaturated hydrocarbon skeleton, said skeleton being unsubstituted or having between 1 and 10 substituents, inclusive, independently selected from cyano, halo, azido, oxo, and Q₁;

each Q₁ is independently selected from OR₁, SR₁, SO₂R₁, OSO₂R₁, NR₂R₁, NR₂(CO)R₁, NR₂(CO)(CO)R₁, NR₄(CO)NR₂R₁, NR₂(CO)OR₁, (CO)OR₁, O(CO)R₁, (CO)NR₂R₁, and O(CO)NR₂R₁;

each of R₁, R₂, R₄, R₅, and R₆ is independently selected from H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ hydroxyalkyl, C₁₋₆ aminoalkyl, C₆₋₁₀ aryl, C₆₋₁₀ haloaryl, C₆₋₁₀ hydroxyaryl, C₁₋₃ alkoxy-C₆ aryl, C₆₋₁₀ aryl-C₁₋₆ alkyl, C₁₋₆ alkyl-C₆₋₁₀ aryl, C₆₋₁₀ haloaryl-C₁₋₆ alkyl, C₁₋₆ alkyl-C₆₋₁₀ haloaryl, (C₁₋₃ alkoxy-C₆ aryl)-C₁₋₃ alkyl, C₂₋₉ heterocyclic radical, C₂₋₉ heterocyclic radical-C₁₋₆ alkyl, C₂₋₉ heteroaryl, and C₂₋₉ heteroaryl-C₁₋₆ alkyl;

each of D and D' is independently selected from R₃ and OR₃, wherein R₃ is H, C₁₋₃ alkyl, or C₁₋₃ haloalkyl;

n is 0 or 1;

E is R₅ or OR₅;

G is O, S, CH₂, or NR₆;

each of J and J' is independently H, C₁₋₆ alkoxy, or C₁₋₆ alkyl; or J and J' taken together are =CH₂ or -O-(straight or branched C₁₋₅ alkylene)-O-;

Q is C₁₋₃ alkyl;

T is ethylene or ethenylene, optionally substituted with (CO)OR₇, where R₇ is H or C₁₋₆ alkyl;

each of U and U' is independently H, C₁₋₆ alkoxy, or C₁₋₆ alkyl; or U and U' taken together are =CH₂ or -O-(straight or branched C₁₋₅ alkylene)-O-;

X is H or C₁₋₆ alkoxy;

each of Y and Y' is independently H or C₁₋₆ alkoxy; or Y and Y' taken together are =O, =CH₂, or -O-(straight or branched C₁₋₅ alkylene)-O-; and

each of Z and Z' is independently H or C₁₋₆ alkoxy; or Z and Z' taken together are =O, =CH₂, or -O-(straight or branched C₁₋₅ alkylene)-O-;

or a pharmaceutically acceptable salt thereof.

42. (New) The pharmaceutical composition of claim 41, wherein n is 0.

43. (New) The pharmaceutical composition of claim 41, wherein each of D and D' is independently selected from R₃, C₁₋₃ alkoxy, and C₁₋₃ haloalkyloxy.

44. (New) The pharmaceutical composition of claim 41, wherein R₅ is selected from H, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ hydroxyalkyl, C₁₋₆ aminoalkyl, C₆₋₁₀ aryl, C₆₋₁₀ haloaryl, C₆₋₁₀ hydroxyaryl, C₁₋₃ alkoxy-C₆ aryl, C₆₋₁₀ aryl-C₁₋₆ alkyl, C₁₋₆ alkyl-C₆₋₁₀ aryl, C₆₋₁₀ haloaryl-C₁₋₆ alkyl, C₁₋₆ alkyl-C₆₋₁₀ haloaryl, (C₁₋₃ alkoxy-C₆ aryl)-C₁₋₃ alkyl, C₂₋₉ heterocyclic radical, C₂₋₉ heterocyclic radical-C₁₋₆ alkyl, C₂₋₉ heteroaryl, and C₂₋₉ heteroaryl-C₁₋₆ alkyl.

45. (New) The pharmaceutical composition of claim 41, wherein A comprises a C₁₋₆ saturated or C₂₋₆ unsaturated hydrocarbon skeleton, said skeleton having at least one substituent selected from cyano, halo, azido, oxo, and Q₁;

each Q₁ is independently selected from OR₁, SR₁, SO₂R₁, OSO₂R₁, NR₂R₁, NR₂(CO)R₁, and O(CO)NR₂R₁;

n is 0;

G is O;

J and J' taken together are =CH₂;

Q is methyl;

T is ethylene;

U and U' taken together are =CH₂;

X is H;

each of Y and Y' is H; and

Z and Z' taken together are =O or =CH₂.

46. (New) The pharmaceutical composition of claim 41, wherein each Q₁ is independently selected from OR₁, SR₁, SO₂R₁, OSO₂R₁, NH(CO)R₁, NH(CO)(CO)R₁, and O(CO)NHR₁;

each R₁ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₆ aryl, C₆ haloaryl, C₁₋₃ alkoxy-C₆ aryl, C₆ aryl-C₁₋₃ alkyl, C₁₋₃ alkyl-C₆ aryl, C₆ haloaryl-C₁₋₃ alkyl, C₁₋₃ alkyl-C₆ haloaryl, (C₁₋₃ alkoxy-C₆ aryl)-C₁₋₃ alkyl, C₂₋₉ heterocyclic radical, C₂₋₉ heteroaryl, and C₂₋₉ heteroaryl-C₁₋₆ alkyl;

one of D and D' is methyl or methoxy, and the other is H;

n is 0;

G is O;

J and J' taken together are =CH₂;

Q is methyl;

T is ethylene;

U and U' taken together are =CH₂;

X is H;

each of Y and Y' is H; and

Z and Z' taken together are =O.

47. (New) The pharmaceutical composition of claim 45, wherein A has at least one substituent selected from hydroxyl, amino, azido, halo, and oxo.

48. (New) The pharmaceutical composition of claim 47, wherein A comprises a saturated hydrocarbon skeleton having at least one substituent selected from hydroxyl, amino and azido.

49. (New) The pharmaceutical composition of claim 48, wherein A has at least two substituents independently selected from hydroxyl, amino, and azido.

50. (New) The pharmaceutical composition of claim 48, wherein A has at least two substituents independently selected from hydroxyl and amino.

51. (New) The pharmaceutical composition of claim 48, wherein A has at least one hydroxyl substituent and at least one amino substituent.

52. (New) The pharmaceutical composition of claim 48, wherein A has at least two hydroxyl substituents.

53. (New) The pharmaceutical composition of claim 48, wherein A comprises a C₂₋₄ hydrocarbon skeleton.

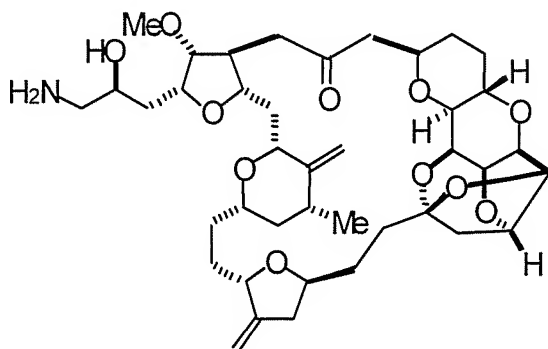
54. (New) The pharmaceutical composition of claim 48, wherein A comprises a C₃ hydrocarbon skeleton.

55. (New) The pharmaceutical composition of claim 53, wherein A has an (S)-hydroxyl on the carbon atom alpha to the carbon atom linking A to the ring containing G.

56. (New) The pharmaceutical composition of claim 45, wherein A comprises a C₁₋₆ saturated hydrocarbon skeleton having at least one substituent selected from hydroxyl and cyano.

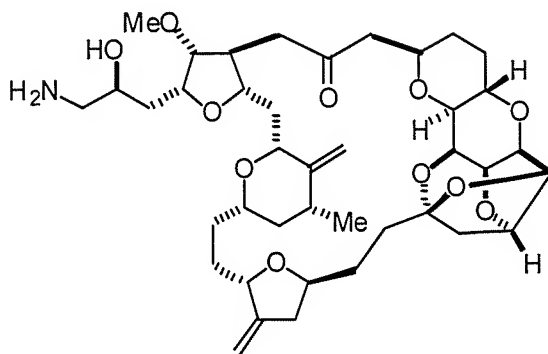
57. (New) The pharmaceutical composition of claim 46, wherein Q₁ is independently selected from OR₁, SR₁, SO₂R₁, and OSO₂R₁ where each R₁ is independently selected from C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₆ aryl, C₆ haloaryl, C₁₋₃ alkoxy-C₆ aryl, C₆ aryl-C₁₋₃ alkyl, C₁₋₃ alkyl-C₆ aryl, C₆ haloaryl-C₁₋₃ alkyl, C₁₋₃ alkyl-C₆ haloaryl, and (C₁₋₃ alkoxy-C₆ aryl)-C₁₋₃ alkyl.

58. (New) The pharmaceutical composition of claim 41, comprising a compound of the following structure



or a pharmaceutically acceptable salt thereof.

59. (New) The pharmaceutical composition of claim 41, comprising a compound of the following structure



or a pharmaceutically acceptable salt thereof.

60. (New) The pharmaceutical composition of claim 41, further comprising a pharmaceutically-acceptable carrier.

61. (New) The pharmaceutical composition of claim 41, further comprising one or more other pharmaceutically-active agents.

62. (New) The pharmaceutical composition of claim 61, wherein the one or more other pharmaceutically-active agents is selected from the group consisting of anti-tumor agents, immune-stimulating agents, interferons, cytokines, anti-MDR agents, and anti-angiogenesis

agents.

63. (New) The pharmaceutical composition of claim 41, wherein the pharmaceutical composition is formulated for administration by oral, topical, parenteral, or intravenous routes, or administration by injection or inhalation.

64. (New) The pharmaceutical composition of claim 41, wherein the pharmaceutical composition is a controlled-release formulation.